

05-23-2001



U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

101726143

TRADEMARK COVER SHEET

TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

☒ New

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Document ID#

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Conveyance Type

☐ Assignment

☐ License

☐ Security

☐ Nunc Pro Tunc Assignment

☐ Merger

☐ Change of Name

☒ Other

Notice of Grant of Security Interest

Effective Date

Month Day Year

05/04/01

Conveying Party

☐ Mark if additional names of conveying parties attached

Name

AMERICHoice HEALTH SERVICES, INC.

Execution Date

Month Day Year

05/04/01

Formerly

☐ Individual

☐ General Partnership

☐ Limited Partnership

☒ Corporation

☐ Association

☐ Other

☒ Citizenship/State of Incorporation/Organization

Delaware

Receiving Party

☐ Mark if additional names of receiving parties attached

Name

Bank of America, N.A., as Collateral Agent

DBA/AKA/TA

Composed of

Address (line 1)

101 N. Tryon Street

Address (line 2)

17<sup>th</sup> Floor

Address (line 3)

Charlotte

North Carolina

28255

City

State/Country

Zip Code

☐ Individual

☐ General Partnership

☐ Limited Partnership

☐ Corporation

☐ Association

☒ Other

National banking association

☐ Citizenship/State of

Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

**Domestic Representative Name and Address**

Enter for the first Receiving Party Only.

Name N/AAddress (line 1) Address (line 2) Address (line 3) Address (line 4) **Correspondent Name and Address**Area Code and Telephone Number (919) 286-8000Name Steven D. ThomasAddress (line 1) Moore & Van Allen, PLLCAddress (line 2) 2200 West Main StreetAddress (line 3) Suite 800Address (line 4) Durham, North Carolina 27705**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

# 3**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

76/222,755**Number of Properties**

Enter the total number of properties involved.

#

1**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

40.00

Method of Payment:

Enclosed ☒Deposit Account ☒

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

13-4365

Authorization to charge additional fees:

Yes ☒No ☐**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Steven D. Thomas

Name of Person Signing

Signature

Date Signed

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Amended and Restated Security and Pledge Agreement dated as of May 4<sup>th</sup>, 2001 (the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and Bank of America, N.A., as Collateral Agent (the "Collateral Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

**Pending Application**

Mark	Appl. Ser. No.	Filing Date
IT'S YOUR HEALTH – LET'S TALK	76-222,755	3/9/01

The Grantor and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

AMERICHoice/HEALTH SERVICES, INC.

By: 

Name: Anthony Welton

Title: Chairman & CEO

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: \_\_\_\_\_

Name:

Title:

The Grantor and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

AMERICHoice HEALTH SERVICES, INC.

By: \_\_\_\_\_

Name:

Title:

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: William D. Duke

Name:

Title:

WILLIAM D. DUKE  
PRINCIPAL